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BEFORE THE ARIZONA CORPORATION

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Arizona Corporation Commission

DOCKETED

SEP 17 2010

COMMISSIONERS

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GARY PIERCE
PAUL NEWMAN
SANDRA D. KENNEDY
BOB STUMP

2010 SEP 17 P 3:42

AZ CORP COMMISSION
DOCKET CONTROL

DOCKETED BY

IN THE MATTER OF THE JOINT NOTICE AND) DOCKET NOS. T-01051B-10-0194
APPLICATION OF QWEST CORPORATION,) T-02811B-10-0194
QWEST COMMUNICATIONS COMPANY, LLC,) T-04190A-10-0194
QWEST LD CORP., EMBARQ) T-20443A-10-0194
COMMUNICATIONS, INC. D/B/A CENTURY) T-03555A-10-0194
LINK COMMUNICATIONS, EMBARQ) T-03902A-10-0194
PAYPHONE SERVICES, INC. D/B/A)
CENTURYLINK, AND CENTURYTEL)
SOLUTIONS, LLC FOR APPROVAL OF THE)
PROPOSED MERGER OF THEIR PARENT)
CORPORATIONS QWEST COMMUNICATIONS)
INTERNATIONAL INC. AND CENTURYTEL,)
INC.)

MOTION TO COMPEL DISCOVERY

Introduction

Integra Telecom ("Integra") respectfully submits this motion to compel CenturyLink to produce documents responsive to Integra's Second Set of Information Requests, Request No. 143, which seeks the production of documents filed by CenturyLink pursuant to the Hart-Scott-Rodino Act ("HSR Documents").¹ CenturyLink has objected to the request on the grounds of relevance and confidentiality. CenturyLink has recently provided the Arizona Corporation Commission ("Commission") with a general description of at least some of the HSR Documents and, based

¹ Level 3 Communications, XO Communications Services, Inc., Pac-West Telecomm, Inc. and tw telecom of arizona llc join in this Motion to Compel. In an effort to streamline discovery and avoid submitting repetitive discovery, other CLECs have submitted data requests to CenturyLink and Qwest seeking responses to data requests issued by all other parties.

upon that general description, it is apparent that certain of the withheld documents are relevant to matters at issue in this case. Integra has propounded discovery intended to produce evidence bearing on how the merged company will address a wide variety of issues relating to wholesale service, but CenturyLink's responses mostly repeat the mantra "[i]ntegration planning is in the early stages and decisions have not been made at this time"² and provide nothing in the way of real information. CenturyLink's description of the HSR Documents indicate that they concern precisely the type of planning that CenturyLink has, thus far, denied engaging in.

To the extent that CenturyLink has concerns about the confidentiality of those documents, those concerns are fully addressed by the protective order in this case, which is essentially the same as the Commission has used in many previous proceedings. CenturyLink's general and unsupported assertions regarding the potential harm that might result from production of documents do not outweigh Integra's right to discovery of information relevant to the issues in this case, particularly in light of the protection for CenturyLink's confidentiality interests provided by the protective order.

Background

At issue in this motion is CenturyLink's response to Integra's Second Set of Information Requests, Request No. 143, which provides as follows:

143. Refer to page 6 of CenturyTel Inc.'s Form S-4, dated June 4, 2010.

Provide a copy of the requisite notice, report forms, and any other documents (including supplemental filings) filed by CenturyLink and Qwest under the Hart-Scott-Rodino (HSR) Act with the Department of Justice and the Federal Trade Commission.

CenturyLink Objections:

CenturyLink objects to this request insofar as it is not relevant to the subject matter of this action and is not reasonably calculated to lead to the

² See Affidavit of Gregory Merz.

1 discovery of admissible evidence. The filings prepared by CenturyLink as
2 required by the HSR Act are specifically designed to provide the Department of
3 Justice and the Federal Trade Commission the information that it requires to
4 analyze the merger on a national level addressing specific federal antitrust issues.
5 This is not the proper jurisdiction for such an analysis. In addition, the
6 information requested is highly confidential, commercially sensitive information
7 the release of which, particularly to CenturyLink's competitors such as Integra,
8 would cause irreparable competitive harm to CenturyLink.

9 Consistent with its objections, CenturyLink has not, in this case, produced any of the HSR
10 Documents.³

11 On August 11, 2010, CenturyLink filed thirteen documents with the Arizona Corporation
12 Commission for *in camera* inspection by the Administrative Law Judge presiding in the
13 Qwest/CenturyLink Merger Docket pending in Arizona. Merz. Aff.. This filing was made in
14 connection with CenturyLink's request for "Staff Eyes Only" protection for certain documents—
15 thus enabling the production of those documents to staff while withholding them from the parties.
16 The Administrative Law Judge denied the Joint Applicants' motion for such protection,
17 concluding that the Joint Applicants' had failed to show that "Staff Eyes Only" level of protection
18 was necessary.⁴ The Administrative Law Judge further found that such protection, if granted,
19 could have the effect of preventing the intervenors from participating meaningfully in the case.⁵

20 As part of the filing in support of the proposed modification of the protective order,
21 CenturyLink provided a very general, very brief description of the documents for which it was
22 seeking special "Staff Eyes Only" protection. It is Integra's understanding that the listed
23 documents were included as part of CenturyLink's filing under the Hart-Scott-Rodino Act and
24 would, therefore, be responsive to Integra's Request No. 143. Further, it is apparent from just the
25 general descriptions provided that a number of these documents are potentially relevant to the

26
27 ³ Integra's motion to compel discovery is currently pending in Minnesota and Washington.

⁴ Procedural Order, August 23, 2010.

⁵ *Id.*

wholesale service issues that are of greatest concern to Integra and other CLECs in this matter.

These documents include the following:

HSR #	Title	Description
13	Wholesale Overview	Presentation containing highly confidential and competitively sensitive data, including carrier proprietary information, regarding marketing plans, product development, pending sales, and trends in the Wholesale marketplace
15	2010-2013 Long Range Plan Review	Analysis of CenturyLink's Long Range Plan containing highly confidential, material, non-public information and competitively sensitive data regarding marketing plans, product development, and trends in the Consumer, Mass Markets, IPTV, Enterprise, and Wholesale markets
24	Message regarding impact of access rate reductions	E-mail message containing a competitively sensitive internal assessment of impact on CenturyLink revenue from various hypothetical intrastate access rate reductions
25	Message regarding potential product opportunities	E-mail message containing highly confidential and competitively sensitive information regarding possible opportunities for product expansion in Qwest markets
33	11 Markets Research Presentation	Market research survey commissioned by CenturyLink and containing proprietary, highly confidential and competitively sensitive market data research regarding potential product offerings and customer preferences in various markets
37	Segmentation: Local and National	Report containing highly confidential and competitively sensitive data regarding CenturyLink's Enterprise Business marketing strategy, including specific metrics specifying the company's staffing and sales approach by product/region/and revenue generation targets by sales representative.

9	Redaction of certain pages (19, 27, 35) purportedly containing highly confidential and competitively sensitive projections of revenue from specific products and market segments for the period 2010 through 2013
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Argument

I. The Requested Documents Fall Within the Broad Scope Of Permissible Discovery.

The Commission's rules of practice and procedure provide that, in matters before the Commission, the Rules of Civil Procedure apply to the extent not inconsistent with the Commission's rules. Ariz. Admin. Code R14-3-216. Arizona's Rules of Civil Procedure, in turn, provide for broad discovery of "any matter, not privileged, that is relevant to a claim or defense of any party. . . . Relevant information sought need not be admissible at trial if the discovery appears reasonably collated to lead to the discovery of admissible evidence." Ariz.. R. Civ. P. 26.b(1). "Relevant evidence" is defined to mean "evidence having any tendency to make the existence of any fact that is of consequence to the determination of the action more probably or less probable than it would be without the evidence." Ariz. R. Evid. 401. The documents sought by this motion meet the liberal standard for discovery.

Integra and other CLECs presently rely on Qwest to provide interconnection and related wholesale products and services that they use to serve their customers. In comments filed with the Commission regarding the procedure to be followed in this docket, Integra generally expressed its concern that "The proposed merger of CenturyLink and Qwest may have a significant impact on the company's ability and willingness to fulfill its legal obligations to provide UNEs and wholesale services to CLECs, including Integra. Procedural Comments and Proposed Schedule of Integra and Paetec, filed June 18, 2010 ("Procedural Comments") at 2. Further, Integra expressed concern that Company's effort to realize \$575 million in forecasted synergies might lead it to reduce service to wholesale customers. Procedural Comments at 4.

In order to investigate the facts relevant to its concerns, Integra propounded extensive discovery, including a number of requests seeking information regarding CenturyLink's post-

1 merger plans relating to wholesale services. For virtually all of the questions regarding
2 CenturyLink's plans relating to wholesale services, however, CenturyLink provided the boilerplate
3 response that, although it did "not anticipate immediate changes," "[i]ntegration planning is in the
4 early stages and decisions have not been made at this time." Examples of requests to which
5 CenturyLink provided this response, or a similarly noncommittal response, include requests
6 concerning CenturyLink's post-merger plans relating to:⁶

- 7 • Changes to Qwest Operations Support Systems ("OSS")(Integra Information
8 Request No. 23);
- 9 • How CenturyLink will make pre-ordering functions available to CLECs (Integra
10 Information Request No. 26);
- 11 • Changes in Qwest legacy trouble reporting systems (Integra Information Request
12 No. 32);
- 13 • Locations and planned hours of operation of departments processing trouble reports
14 for wholesale service (Integra Information Request No. 33);
- 15 • Billing platforms (Integra Information Request No. 34b);
- 16 • Anticipated integration initiatives and associated costs (Integra Information Request
17 No. 47);
- 18 • Qwest wholesale performance plans (Integra Information Request No. 61);
- 19 • Changes to Firm Order Commitment dates (Integra Information Request No. 64);
- 20 • Staffing at Qwest wholesale and CLEC support centers (Integra Information
21 Request No. 67);
- 22 • Measures to ensure the protection of CLEC customer information from being used
23 in CenturyLink's retail operation (Integra Information Request No. 68);
- 24 • Changes to Qwest's Standard Internal Guide (Integra Information Request No. 82
25 and 83);

26 _____
27 ⁶ Excerpts from CenturyLink's responses to Integra's Information Requests accompanying this
motion as Exhibit B to Affidavit of Gregory Merz.

- 1 • Changes to Qwest's Product Catalogs ("PCATs") (Integra Information Request No.
- 2 91);
- 3 • Changes to Qwest's collocation application or collocation procedures (Integra
- 4 Information Request No. 108);
- 5 • Changes to Qwest's loop hot cut process (Integra Information Request No. 112);
- 6 • Replacement of Qwest's template for negotiating interconnection agreements
- 7 (Integra Information Request No. 115);
- 8 • Extending existing interconnection agreements in Qwest legacy territory (Integra
- 9 Information Request No. 117);
- 10 • Modifications to Qwest's Change Management Process (Integra Information
- 11 Request No. 118);
- 12 • Headcount reductions in support centers/staff servicing CLEC customers in Qwest
- 13 legacy territory (Integra Information Request No. 136);
- 14 • Moving functions currently supporting CLEC wholesale customers in Qwest legacy
- 15 territory to new location (Integra Information Request No. 137).

16 Anticipating that there might be some areas where CenturyLink had not completed its
17 decision making, Integra also asked CenturyLink to describe its process and procedures for making
18 and implementing integration decisions, anticipated timelines, and any existing preliminary plans.
19 CenturyLink responded to this question, too, with its standard response that "System integration
20 plans for the proposed transaction with Qwest have not been fully developed." (Integra
21 Information Request No. 51) In other words, CenturyLink would have Integra believe that it has
22 no plans for the future, and is unable to even say when such planning will begin, when it will be
23 completed, or what it will involve.

24 The lack of any detail regarding the most basic aspects of how the post-merger Qwest will
25 service wholesale customers is very concerning. The upshot of CenturyLink's discovery responses
26 is that virtually every aspect of Integra's relationship with Qwest is up in the air as a result of the
27 merger. Although CenturyLink repeatedly states that no immediate changes are anticipated,

1 CenturyLink's response to Request No. 51 suggests that it has not yet done any of the analysis and
2 planning that would be necessary for it to make such an assertion. These responses do nothing to
3 allay the concern that Integra and other CLECs that the post-merger pursuant of "synergies" will
4 result in a deterioration of wholesale service availability and quality."

5 Seen in the context of these inadequate responses, Integra's need for documents being
6 sought by this motion is clear. Based upon CenturyLink's description, two of the documents (13
7 and 15) concern, at least in part, CenturyLink's plans relating to wholesale markets. Three other
8 documents (25, 33 and 9) relating to potential product offerings and opportunities in unspecified
9 "market segments." To the extent wholesale is one of the markets, such information is obviously
10 relevant. However, even if these documents do not refer to the wholesale market, this omission
11 may be relevant to whether CenturyLink views wholesale customers as an opportunity to be
12 cultivated or a burden to be reduced, if not eliminated. Another document concerns CenturyLink's
13 staffing and sales approach regarding Enterprise Business marketing (Ex. 37). Again, it is unclear
14 whether this would include wholesale customers, but, even if it does not, the document may help
15 to illuminate, by that omission, CenturyLink's plans for the wholesale market. Finally, one
16 document concerns the impact on CenturyLink revenues of intrastate access reductions (Document
17 24). This document is relevant to CLEC concerns about financial pressures on the merged
18 company and the potential impact of these pressures on wholesale services.

19 **II. The Protective Order That Is In Place Is Sufficient To Fully Address CenturyLink's**
20 **Purported Confidentiality Concerns.**

21 In addition to its relevance objections, CenturyLink has also objected to producing the
22 HSR Documents on the ground that these documents contain "highly confidential, commercially
23 sensitive information." However, under Arizona law, a claim that otherwise discoverable
24 information is "confidential or commercially sensitive" is not a proper ground for objection to
25 discovery. As the Supreme Court explained in *Cornet Stores v. Superior Ct. in & for Co. of*
26 *Yavapai*, a petitioner concerned about the proprietary nature of documents must apply for a
27 protective order and produce materials pursuant to the terms of that order:

1 We think, however, the controlling rule is best expressed in *Columbia*
2 *Broadcasting System, Inc. v. Superior Court*, supra, 69 Cal.Rptr., at 355,
wherein the court said:

3 “Defendants further object to this interrogatory on the ground
4 that it calls for ‘confidential information.’ We know of no case
5 holding that this is a proper ground for objection to an
6 otherwise proper interrogatory. Assuming that the information
7 called for by this interrogatory is of a confidential nature which
8 defendants do not want to have included in a public record,
9 they presumably could have applied for a protective order * * *

10 ”
11
12 In 4 Moore in Federal Practice ¶26.60[4] (2nd ed.1962) at 26-242, 243, there is a
13 discussion of trade secrets in part in this language:

14 “No absolute privilege protects trade secrets from disclosure
15 through the discovery process. If the information sought is
16 relevant and necessary at the discovery stage of the litigation to
17 the preparation of the case * * * disclosure will be required.”

18 In the instant case, the Superior Court ordered the answers mailed directly to
19 counsel for respondent with the understanding that they should not be made
20 public. If petitioner deems this order inadequate, it should apply for such other
21 protective order under Rule 26(c), 16 A.R.S. as is believed necessary.

22 *Cornet Stores v. Superior Ct. in & for Co. of Yavapai*, 108 Ariz. 84, 87-88, 492 P.2d. 1191, 1194-
23 95 (1972) (party propounding discovery sought net profits for each store, terms of employment,
24 names and addresses of store managers). Joint Applicants are obliged, under Arizona law, to
25 apply for a protective order, advocate for appropriate protections, and then abide by the protective
26 order issued by the presiding judge.

27 The ALJ rejected the Joint Applicants’ effort to prevent intervenors from having access to
documents that the Joint Applicants’ characterize as competitively sensitive when she denied the
Joint Applicants’ motion to add a “Staff Eyes’ Only” designation to the protective order. As the
ALJ has found, “Arguments presented by the Joint Applicants fail to demonstrate the necessity of
this new and highly restrictive designation and do not sufficiently explain why the intervenors
must be denied access to this information.”⁷ The issue here is not whether the documents sought

⁷ Procedural Order, August 23, 2010, p. 3.

1 should be publicly disclosed; the issue is whether the protections that are already available are
2 adequate. A protective order has been entered in this docket that provides for protection for
3 documents designated as "confidential" and an additional level of protection for "highly
4 confidential" documents. Documents identified as "highly confidential" are not permitted to be
5 disclosed to any person involved in strategic or competitive decision-making for any party. The
6 ALJ has found that the ability to designate information as "highly confidential" under the
7 protective order provides adequate protection.⁸

8 The form of protective order adopted in this case by the Commissioner is substantially the
9 same as has been successfully used in many previous dockets. There is no basis, much less specific
10 evidence, on which to conclude that the protective order that has served the Commission well in
11 the past is insufficient here. The requested documents are directly relevant to the CLECs concerns
12 about wholesale service upon the merger of Qwest and CenturyLink. Generalized allegations of
13 potential harm cannot overcome the clear relevance of the documents sought by this motion.

14 Depending on the resolution of this motion, Integra and the joining CLECs may need to file
15 supplemental testimony, given the September 27, 2010 deadline for submission of testimony in
16 this matter and the inability to review any produced HSR documents in time to incorporate the
17 information into their September 27th testimony.

18 **Relief Requested**

19 The Commission should grant the Motion to Compel.

20 ...

21 ...

22 ...

23 ...

24 ...

25 ...


26

27


⁸ *Id.* at p. 4.

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1 RESPECTFULLY SUBMITTED this 17th day of September 2010.

2
3
4 By 
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11 By 
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27

1 Original and 13 copies of the foregoing
2 filed this 17th day of September 2010 with:

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7 Copy of the foregoing hand-delivered/mailed
8 this 17th day of September 2010 to:

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By 

BEFORE THE ARIZONA CORPORATION COMMISSION

KRISTIN K. MAYES

Chairman

GARY PIERCE

Commissioner

PAUL NEWMAN

Commissioner

SANDRA D. KENNEDY

Commissioner

BOB STUMP

Commissioner

**JOINT NOTICE AND APPLICATION OF
QWEST CORPORATION, QWEST
COMMUNICATIONS COMPANY, LLC,
QWEST LD CORP., EMBARQ
COMMUNICATIONS, INC., D/B/A
CENTURYLINK COMMUNICATIONS,
EMBARQ PAYPHONE SERVICES, INC.
D/B/A CENTURYLINK, AND
CENTURYTEL SOLUTIONS, LLC FOR
THE APPROVAL OF THE PROPOSED
MERGER OF THEIR PARENT
CORPORATIONS QWEST
COMMUNICATIONS INTERNATIONAL
INC. AND CENTURYTEL, INC.**

**DOCKET NOS. T-01051B-10-0194
T-02811B-10-0194
T-04190A-10-0194
T-20443A-10-0194
T-03555A-10-0194
T-03902A-10-0194**

AFFIDAVIT OF GREGORY R. MERZ

Gregory R. Merz, upon being sworn, states as follows:

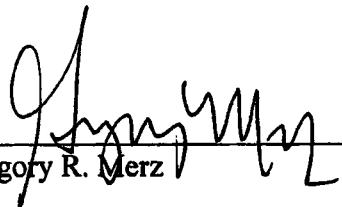
1. I am one of the attorneys representing Integra Telecom in the above-referenced matter and submit this Affidavit in support of Integra, Level 3 Communications, XO Telecom and tw telecom motion to compel discovery in the above-referenced matter.

2. Attached to this Affidavit as Exhibit A is a true and correct copy of CenturyLink's notice of submittal of "Staff Eyes Only" confidential documents for in-camera review, which was filed by CenturyLink in this matter in connection with CenturyLink's request for "Staff Eyes Only" treatment of certain documents.

3. Attached to this Affidavit as Exhibit B is a true and correct copy of excerpts from CenturyLink's responses to Integra's second set of data requested in the above-referenced matter.

4. I have conferred with counsel representing CenturyLink concerning the matters to be determined in the parties' motion to compel discovery but have been unable to reach a resolution of the issues.

Dated: September 16, 2010



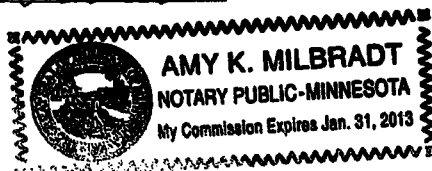
Gregory R. Merz

Subscribed and sworn to by me
this 16 day of September, 2010.



Notary Public

GP:2849113 v1



EXHIBIT

"A"

BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

KRISTIN K. MAYES, Chairman
GARY PIERCE
PAUL NEWMAN
SANDRA D. KENNEDY
BOB STUMP

JOINT NOTICE AND APPLICATION OF
QWEST CORPORATION, QWEST
COMMUNICATIONS COMPANY, LLC,
QWEST LD CORP., EMBARQ
COMMUNICATIONS, INC. D/B/A/
CENTURY LINK COMMUNICATIONS,
EMBARQ PAYPHONE SERVICES, INC.
D/B/A/ CENTURYLINK, AND
CENTURYTEL SOLUTIONS, LLC FOR
APPROVAL OF THE PROPOSED MERGER
OF THEIR PARENT CORPORATIONS
QWEST COMMUNICATIONS
INTERNATIONAL INC. AND
CENTURYTEL, INC.

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DOCKET NO. T-03555A-10-0194
DOCKET NO. T-03902A-10-0194

**CENTURYLINK'S NOTICE OF
SUBMITTAL OF "STAFF EYES
ONLY" CONFIDENTIAL
DOCUMENTS FOR IN-CAMERA
REVIEW**

Pursuant to the Procedural Order dated July 30, 2010, in the above-captioned proceeding, CenturyLink hereby notifies the parties that it has submitted this day one complete set of its "Staff-Eyes Only" ("SEO") confidential documents for *in camera* review by the Administrative Law Judge. Rather than providing a representative sample of the types of SEO documents that have been requested from CenturyLink in data requests received to date, CenturyLink has submitted all of the documents which fall within the SEO category. Attached hereto as Attachment 1 is a log listing the SEO documents that were submitted for *in camera* review.

EXHIBIT

A

1 RESPECTFULLY SUBMITTED this 11th day of August, 2010.

2 SNELL & WILMER L.L.P.

3
4 By 

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18 this 11th day of August, 2010, with:

19 Docket Control
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23 COPY of the foregoing hand-delivered
24 this 11th day of August, 2010, to:

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| 25 349 N. Fourth Ave. | 333 Oak Lane |
| 26 Phoenix, Arizona 85003 | Bloomsburg, Pennsylvania 17815 |
| | Stephen Melnikoff |
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| | Arlington, Virginia 22203-1837 |
| | Penny Stanley |
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| | Broomfield, Colorado 80021 |

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Gregory Merz
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Gina Ball

11848230.1

ATTACHMENT 1

**In the Matter of the Application of the Proposed Merger of Qwest and CenturyLink
Docket No. T-01051B-10-0194, et al.**

Description of Staff Eyes Only (SEO) Documents			
HSR #	Date	Title	Description
4	3/10/2010	February 2010 Customer Profile and Churn Trends	Report containing highly confidential and competitively sensitive retail customer data broken down by customer segment with churn data provided by product purchased. The report also discusses marketing and retention strategies as well as trending data for active Qwest customers.
10	3/26/2010	Due Diligence Response No. 8	Document provided to Qwest during due diligence process regarding CenturyLink's broadband market share, penetration rates and go-to-market strategy for driving broadband penetration vs. the cable operator.
13	4/1/2010	Wholesale Overview	Presentation containing highly confidential and competitively sensitive data, including carrier proprietary information, regarding marketing plans, product development, pending sales, and trends in the Wholesale marketplace
15	4/1/2010	2010-2013 Long Range Plan Review	Analysis of CenturyLink's Long Range Plan containing highly confidential, material, non-public information and competitively sensitive data regarding marketing plans, product development, and trends in the Consumer, Mass Markets, IPTV, Enterprise, and Wholesale markets
16	3/23/2010	Operations Review	Presentation containing highly confidential and competitively sensitive market specific data regarding CenturyLink's operating models and marketing plans in the Consumer, Mass Market, and Enterprise markets. Highly confidential market launch data is included in the presentation for upcoming product rollouts.
23	4/15/2010	IPTV Quartz Review Sensitivities	Presentation containing highly confidential and competitively sensitive data regarding the financial assumptions and projected market rollout of IPTV in various markets
24	4/15/2010	Message regarding impact of access rate reductions	E-mail message containing a competitively sensitive internal assessment of impact on CenturyLink revenue from various

**In the Matter of the Application of the Proposed Merger of Qwest and CenturyLink
Docket No. T-01051B-10-0194, et al.**

			hypothetical intrastate access rate reductions
25	4/16/2010	Message regarding potential product opportunities	E-mail message containing highly confidential and competitively sensitive information regarding possible opportunities for product expansion in Qwest markets
33	4/21/2010	11 Markets Research Presentation	Market research survey commissioned by CenturyLink and containing proprietary, highly confidential and competitively sensitive market data research regarding potential product offerings and customer preferences in various markets
35	4/1/2010	Due Diligence Response No. 150	Document provided to Qwest during due diligence process containing highly confidential and competitively sensitive market projections and financial data regarding IPTV offering.
36	Undated	Consumer Sales Approach	Presentation containing proprietary, highly confidential go-to-market plans and competitively sensitive information regarding CenturyTel's consumer sales strategy
37	6/7/2010	Segmentation: Local and National	Report containing highly confidential and competitively sensitive data regarding CenturyLink's Enterprise Business marketing strategy, including specific metrics specifying the company's staffing and sales approach by product / region/ and revenue generation targets by sales representative.

Redaction Guide		
Document HSR #	Redacted Pages	Description of Redacted Material
9	19, 27, 35	Pages containing highly confidential and competitively sensitive projections of revenue from specific products and market segments for the period 2010 through 2013

EXHIBIT

"B"

BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

KRISTIN K. MAYES, Chairman
GARY PIERCE
PAUL NEWMAN
SANDRA D. KENNEDY
BOB STUMP

JOINT NOTICE AND APPLICATION OF
QWEST CORPORATION, QWEST
COMMUNICATIONS COMPANY, LLC,
QWEST LD CORP., EMBARQ
COMMUNICATIONS, INC., D/B/A
CENTURYLINK COMMUNICATIONS,
EMBARQ PAYPHONE SERVICES, INC.
D/B/A CENTURYLINK, AND
CENTURYTEL SOLUTIONS, LLC FOR
THE APPROVAL OF THE PROPOSED
MERGER OF THEIR PARENT
CORPORATIONS QWEST
COMMUNICATIONS INTERNATIONAL
INC. AND CENTURYTEL, INC.

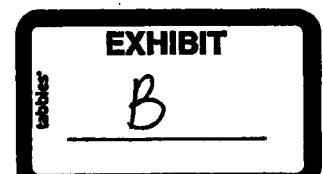
DOCKET NOS. T-01051B-10-0194
T-02811B-10-0194
T-04190A-10-0194
T-20443A-10-0194
T-03555A-10-0194
T-03902A-10-0194

**RESPONSES OF CENTURYLINK TO INTEGRA'S SECOND SET OF DATA
REQUESTS**

CenturyLink hereby submits its Objections and Responses to Integra's Second Set of
Data Requests in the above-captioned proceeding, served on CenturyLink on July 7, 2010.

GENERAL OBJECTIONS

1. CenturyLink objects to these data requests insofar as they seek to impose obligations on CenturyLink that exceed the requirements of the Arizona discovery rules.
2. CenturyLink objects to these data requests to the extent they seek to impose undue burden associated with producing documents in Native Format. CenturyLink will produce information in such form if it is readily available. If documents are not readily produced in such



- b. Qwest OSS systems supporting wholesale services.
- c. CenturyLink billing, provisioning and other back-office platforms.
- d. CenturyLink OSS systems supporting wholesale services.

Response:

- a. Please see Qwest's response to Integra 22(a).
- b. Please see Qwest's response to Integra 22(b).
- c. Please see the diagram provided in response to Integra 17 for an illustration of the CenturyLink OSS architecture, back-office systems and interfaces. Additional diagrams are confidential and will be provided to Integra when an appropriate protective order has been issued and executed.
- d. Please see the responses to Integra 17 and 22(c).

Prepared by: Melissa Closz, Director Wholesale Operations, CenturyLink
 Charles DiGiulian, Director Access Billing, CenturyLink
 Pansy Dixon, Director Provisioning, CenturyLink

23. Regarding legacy Qwest serving territories: Does CenturyLink anticipate modifying, integrating or otherwise changing any CLEC-facing OSS systems, gateway, back-office systems or manual processes Qwest currently uses? If the answer is anything other than an unequivocal no, provide the following:

- a. Identify the specific Qwest OSS, back-office systems or manual process CenturyLink intends to replace or modify?
- b. Identify the specific OSS, back-office systems or manual process CenturyLink intends to implement?
- c. Provide a detailed description of the company's plans, including the reason for the change, the expected timeline for migration to the new system/platform, the expected cost of the activities, and the information/training that CenturyLink intends on providing to CLECs.
- d. Does CenturyLink intend to have the new systems/platforms it expects to implement in Qwest's local service territory post-merger third-party tested (*i.e.*, similar to third-party testing that was conducted of RBOC systems during the 271 approval process using commercial volumes)?
- e. Identify by vendor and product name all billing, provisioning or other back-office platforms the Company is planning, considering or evaluating at this time to serve wholesale customers.

- f. A "before and after" systems diagram showing the OSS systems and/or back-office platforms for Qwest pre-merger and post-merger.
- g. Explain whether changes to OSS or back-office platforms post-merger will be conducted via the Change Management Process. If not, identify any other process that CenturyLink would intend to use for this purpose.
- h. If the answer to this question is an unequivocal no, indicate how long CenturyLink intends to leave these systems/platforms and related support staff in place.

Response: Upon merger closing, CenturyLink does not anticipate any immediate changes to the Qwest CLEC OSS systems. Integration planning is in the early stages and decisions have not been made at this time. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing systems and practices and will allow integration decisions to proceed in an orderly disciplined manner. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements or tariffs, in the same manner as they would apply notwithstanding the merger.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

- 24. Are all OSS and/or back-office platforms that Qwest currently operates being transferred to CenturyLink as part of the transaction? If not, identify those systems and platforms that are/are not being transferred.

Response: Because the transaction results in the entirety of the Qwest parent corporation merging into, and operating as a subsidiary of, CenturyLink, Qwest and its operating subsidiaries will be indirectly controlled by CenturyLink. There will not be a transfer of assets or systems from one entity to another.

Prepared by: Melissa Closz, Director Wholesale Operations, CenturyLink

- 25. Refer to Direct Testimony of Todd Schafer, dated May 24, 2010 ("Schafer Direct"), at page 4 line 6:
 - a. Identify the "wholesale local network access services" referenced in the testimony.
 - b. For legacy CenturyLink, identify the back-office platforms that support the "wholesale local network access services."
 - c. For legacy Qwest, identify the back-office platforms that support the wholesale local network access services referenced in CenturyLink's testimony.

Other
Operator Services / Directory
Assistance
Payphone Access Lines

- b. Please see the response to Question 17, above. In addition Access Care is the system CenturyLink uses as the ticketing system for troubles for circuits.
- c. Please see Qwest's response to Integra 25(c).
- d. There were a total of approximately 1.1M orders for wholesale network access services in 2009 with none in Arizona
- e. Please see Qwest's response to Integra 25(e).
- f. Please see CenturyLink's responses to Integra 77. CenturyLink does not currently track the number of orders that flow through the systems without manual intervention. However, the company remains committed to a quality customer experience in all states and has staffed its wholesale operations team with the resources necessary to deliver CLEC service in a timely, high quality manner.
- g. Please see Qwest's response to Integra 25(g).

Prepared by: Valerie Wright, Manager Product Management-Wholesale, CenturyLink
Melissa Closz, Director Wholesale Operations, CenturyLink
Mike Jewell, Director Special Services Repair & Support, CenturyLink

26. Regarding Qwest's legacy serving areas: Describe how CenturyTel intends to make pre-ordering functions available to CLECs for the CLECs' use in preparing access service requests (ASRs) and local service requests (LSRs) post-merger. For the purpose of this question, pre-ordering functions include 1) validating addresses, Channel Facility Assignment (CFA), Meet Point Query, Network Channel (NC)/ Network Channel Interface (NCI) Codes, Raw Loop Data (both Qwest Online Request Application (QORA) and Interconnect Mediated Access (IMA)), Billing Account Number (BAN) (QORA only); 2) reviewing Customer Service Records (CSR); 3) Reserving telephone number(s) (TNs); 4) determining facility availability; 5) determining service availability; 6) qualifying loops for Integrated Services Digital Network (ISDN), Unbundled Asymmetric Digital Subscriber Line (ADSL), Qwest Commercial Broadband Services; and, 5) scheduling appointments. If CenturyLink anticipates no changes to these functions in Qwest's local service territory post-merger, so state.

Response: Upon merger closing CenturyLink does not anticipate any immediate changes to the Qwest CLEC ASR and LSR process. Integration planning is in the early stages and decisions have not been made at this time. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing systems and practices and will allow

integration decisions to proceed in an orderly manner. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements and tariffs, in the same manners as they would apply notwithstanding the merger.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

27. Does CenturyLink intend to provide a real-time web interface (such as a graphical user interface) for submitting ASRs and LSRs in Qwest's local service territory post-merger? If so, will the web interface contain up-front edit functionality? If CenturyLink anticipates no changes to these interfaces in Qwest's local service territory post-merger, so state.

Response: Upon merger closing there will be no immediate changes to Qwest's or CenturyLink's process for submitting ASRs and LSRs. At this time, system integration plans for the proposed transaction with Qwest have not been fully developed. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing systems and practices and will allow integration decisions to proceed in an orderly manner. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements and tariffs, in the same manners as they would apply notwithstanding the merger. CenturyLink currently provides wholesale services to a significant number of CLECs in its 33 state region and is able to process orders quickly and efficiently.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

28. For Qwest's legacy service areas: Identify the specific location(s) and planned hours of operation for each of the department(s) processing ASRs and LSRs post-merger. If CenturyLink anticipates no changes to the location or hours of operation for these departments post-merger, so state.

Response: Upon merger closing CenturyLink does not anticipate any immediate changes to the Qwest CLEC ASR and LSR process. Integration planning is in the early stages and decisions have not been made at this time. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing systems and practices and will allow integration decisions to proceed in an orderly manner. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements and tariffs, in the same manners as they would apply notwithstanding the merger. CenturyLink currently provides wholesale services to a significant number of CLECs in its 33 state region and is able to process orders quickly and efficiently.

Prepared by: Mark Akason, Director Repair, CenturyLink
Mike Jewell, Director Special Services Repair & Support, CenturyLink

32. Identify what trouble reporting system CenturyLink will offer to CLECs in Qwest's legacy service areas post-merger. Describe any differences between Qwest's existing trouble reporting system and the system CenturyLink expects to implement in Qwest's legacy service areas post-merger. If CenturyLink anticipates no changes to Qwest's trouble reporting system, so state.

Objections: To the extent this request applies to matters other than Arizona intrastate operations subject to the jurisdiction of the Commission, CenturyLink objects to such request as irrelevant, overly broad, unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Upon merger closing CenturyLink does not anticipate any immediate changes to the Qwest CLEC trouble reporting system. A detailed comparison of CenturyLink's and Qwest's trouble reporting systems has not been conducted at this time. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing systems and practices and will allow integration decisions to proceed in an orderly manner. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements and tariffs, in the same manners as they would apply notwithstanding the merger.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

33. For Qwest's legacy service areas: Identify the location(s) and planned hours of operation for the department(s) processing trouble reports for wholesale services post-merger. If CenturyLink anticipates no changes to the location or hours of operation for these departments in Qwest's legacy service areas post-merger, so state.

Objections: To the extent this request applies to matters other than Arizona intrastate operations subject to the jurisdiction of the Commission, CenturyLink objects to such request as irrelevant, overly broad, unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Upon merger closing CenturyLink does not anticipate any immediate changes to the Qwest CLEC trouble reporting processing. A detailed comparison of CenturyLink's and Qwest's locations and hours of operation has not been conducted at this time. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing systems and practices and will allow integration decisions to proceed in an ordered manner. To the extent any changes are made, CenturyLink will comply

with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements and tariffs, in the same manners as they would apply notwithstanding the merger.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

34. Refer to Campbell Direct at page 9 lines 4-7, which states: "After the transaction is completed...retail billing operations may be combined..." In other states, this same testimony was not limited to "retail" billing operations. Answer the following separately for legacy CenturyLink and legacy Qwest where applicable:
- a. Discuss any differences in plans for wholesale billing and back-office operations in Arizona as compared to other states post-merger. If there are no differences in plans, please explain why the Mr. Campbell's testimony in Arizona differs from similar testimony submitted by Joint Applicant witnesses in other states.
 - b. Describe generally the resources assigned to address CLEC billing issues. By way of example, describe the number and location of employees assigned to address CLEC billing issues, the training of such employees, and whether those same employees will also be tasked to address the Company's retail billing issues.
 - c. Does CenturyLink intend to utilize more than one billing platform post-merger?
 - d. Does CenturyLink plan to outsource any billing or collections functions? If so, which functions and to what entity(ies)?
 - e. Does the combination of billing operations referenced in CenturyLink's testimony include billing for wholesale services? If your answer is anything other than an unequivocal no, provide the following: (i) explain in detail any modification to Qwest's billing operations post-merger and any contemplated wholesale system and process conversion; (ii) explain how long it will take to transition CLEC billing from Qwest to the Company's new system, (iii) what information/training will be provided to CLECs regarding this change, (iv) describe the steps the Company will take to make the transition from Qwest's billing system to its own, including the timeline associated with each step, (v) describe the extent and type of testing of the Company's billing system the Company intends to undertake prior to completing the transition from Qwest's billing system, and (vi) describe how CenturyLink will ensure data integrity after the transition.
 - f. Describe the CLEC billing dispute resolution and escalation process (meaning the steps that will be taken before either party invokes formal dispute resolution procedures under an interconnection agreement), and describe any expected changes to that process in Qwest's legacy service areas post-merger.
 - g. Describe how CenturyLink plans to have CLECs submit billing disputes in Qwest's legacy service areas post-merger. If CenturyLink anticipates no changes to Qwest's existing procedures post-merger, so state.

- h. Describe any anticipated changes in the content, frequency or appearance of bills for wholesale services in Qwest's legacy service areas post-merger.

Response:

- a. See Qwest response to Integra 34(a).
- b. The wholesale operations group maintains work groups that handle CLEC services in Decatur, Indiana, Leesburg, Florida, and Monroe, Louisiana with approximately 75 highly trained and experienced analysts dedicated exclusively to supporting CLEC customers' provisioning and billing.
- c. Upon merger closing CenturyLink does not anticipate any immediate changes to the Qwest billing platform. A detailed comparison of CenturyLink's and Qwest's Billing Support Systems has not been conducted at this time. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing systems and practices and will allow integration decisions to proceed in an orderly manner. The merger is intended to bring about improved efficiencies and practices in all parts of the combined company, so changes could be expected over time. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements and tariffs, in the same manners as they would apply notwithstanding the merger. In addition, any changes will occur only after a thorough and methodical review of both companies' systems and processes to determine the best system to be used on a go-forward basis from both a combined company and a wholesale customer perspective. Moreover the combined company will continue to employ highly skilled and experienced personnel in its wholesale operations group.
- d. Please see the response to Integra 34(c).
- e. Please see the response to Integra 34(c).
- f. All disputes are handled by a dedicated dispute management team which performs intake, investigation and tracking functions. All disputes are researched, and the customer is notified of the resolution in writing. Once the customer concurs with the proposed resolution, adjustments are made to the customer's billing account. In the event the customer disagrees with the proposed resolution, the dispute is escalated to the dispute management team for further review, consultation with other internal work groups, and final resolution, consistent with requirements that may be contained in individual customer interconnection agreements.

Please also see also the response to Integra 34(c).

- g. Please see the response to Integra 34(c).
- h. Please see the response to Integra 34(c).

- a. Identify any and all changes to wholesale customer service, network and operations functions of which CenturyLink or Qwest are currently aware. A complete response will identify and explain the change, including when that change is expected to take place.
- b. Identify any and all changes to staffing levels anticipated by CenturyLink or Qwest post-merger for groups that interface with (or support those who interface with) wholesale customers. A complete response will describe any changes being made (i.e., whether positions are being eliminated), the impact on headcount, the location of the headcount affected, and the positions affected.

Objections: CenturyLink objects to this request because it is vague, ambiguous, overly broad, imprecise, unduly burdensome and excessively time consuming by requesting "any and all" changes without any specificity to establish the relevancy of that information to the scope of the Commission's inquiry in this docket.

Response: Subject to and without waiving its objections, CenturyLink responds that upon merger closing CenturyLink does not anticipate any immediate changes to the Qwest wholesale operations. A detailed comparison of CenturyLink's and Qwest's processes has not been conducted at this time. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing systems and practices and will allow integration decisions to proceed in an orderly manner. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements and tariffs, in the same manners as they would apply notwithstanding the merger.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

47. Refer to page 16 of CenturyTel Inc.'s Form S-4, dated June 4, 2010, which states: "CenturyLink is expected to incur substantial expenses in connection with integrating the business, operations, networks, systems, technologies, policies and procedures of Qwest with those of CenturyLink. There are a large number of systems that must be integrated, including billing, management information, purchasing, accounting and finance, sales, payroll and benefits, fixed asset, lease administration and regulatory compliance." List and quantify all expenses CenturyLink expects to incur in connection with integration. This should include a complete list of integration initiatives expected and the expense for each.

Response: Specific integration initiatives and associated expenditures will not be fully developed until the transaction is complete, and the necessary decisions have been made on how to best integrate the two companies. It is anticipated the combined company will incur integration costs related to system and customer conversions (including hardware and software costs) and certain employee-related severance

costs. CenturyLink estimates integration initiatives associated with the Qwest acquisition will cause it to incur approximately \$650-800 million of non-recurring operating expenses and \$150-200 million of non-recurring capital costs.

Prepared by: Ken Buchan, Manager Regulatory Finance, CenturyLink

48. Refer to pages 12 and 29 of CenturyTel's annual report for the period ending December 31, 2003. Describe the problems experienced by CenturyTel in developing an integrated billing and customer care system, including a quantification of cost overruns and a root cause analysis of the problems. Did the company complete the integration from the old systems to the new systems described in the annual report, and if so, when was the integration completed? Did the new system function as expected? If not, describe the functionalities that failed to work properly?

Objection: CenturyLink objects to this request because it is not relevant to the subject matter of this action or likely to lead to the discovery of admissible evidence. The referenced report is more than six years old. Many changes have occurred within the industry and within CenturyLink since that report was filed, so that the information requested is not relevant to the transaction that is the subject of this docket. In addition, it is unduly burdensome, expensive, excessively time consuming and not reasonably calculated to lead to the discovery of admissible evidence for CenturyLink to locate and produce documentation related to a project that was implemented so many years ago.

49. Refer to the Direct Testimony of Michael Hunsucker in Oregon Docket UM 1484, dated June 22, 2010 ("Hunsucker Oregon Direct"), at pages 8-9.⁷ Answer the following:
- a. Provide a detailed description of the "methodical review of both companies' systems and processes to determine the best system to be used on a going-forward basis..." A complete response will indicate when the review will commence and how long it is expected to take, whether this review would entail third-party testing, and whether this review would involve the participation/input of CenturyLink's wholesale customers or regulators.
 - b. What does it mean to review the systems and processes "from both a combined company and a wholesale customer perspective"? A complete response will explain how CenturyLink can assure regulators and wholesale customers that the Company's review will not disadvantage wholesale customer in favor of the company's perspective.

Objection: To the extent this request applies to matters other than Arizona intrastate operations subject to the jurisdiction of the Commission, CenturyLink objects to

⁷ Available at: <http://edocs.puc.state.or.us/efdocs/HTB/um1484hfb152954.pdf>

such request as irrelevant, overly broad, unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. Moreover, this Direct Testimony was not submitted in Arizona and therefore is not relevant to this proceeding.

50. In response to Staff Data Request No. 31 in Oregon Docket No. UM 1484, Barb Young states: "The transaction in UM 1431 [Frontier/Verizon merger] is very different from the transaction in UM 1484. The transaction in UM 1484...does not involve converting systems and the inherent risk associated with that complicated process." Does this mean that CenturyLink has no plans to convert Qwest's systems to different systems post-merger? If not, please reconcile Ms. Young's statement with CenturyLink's integration plans in Qwest's legacy service areas post-merger. Of the estimated \$625 million in annual run rate operating and capital synergies, how much is related to systems conversion/integration in Qwest's legacy service areas?

Objections: To the extent this request applies to matters other than Arizona intrastate operations subject to the jurisdiction of the Commission, CenturyLink objects to such request as irrelevant, overly broad, unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. The referenced statement was not submitted in Arizona and, therefore, is not relevant to this proceeding.

51. If CenturyLink or Qwest's response to any of these discovery requests is that no decision has yet been made, for each such response, please describe in detail: (a) the process and procedures that CenturyLink and/or Qwest have established, or will establish, to make and implement the decision when made, including but not limited to stating whether third party testing will be conducted and, if so, describing such third party testing, (b) the timeline for development of integration plans including dates for the achievement of milestones in the plan development and (c) any existing preliminary system integration plans.

Response: Upon merger closing CenturyLink does not anticipate any immediate changes to the Qwest wholesale operations. A detailed comparison of CenturyLink's and Qwest's processes has not been conducted at this time. System integration plans for the proposed transaction with Qwest have not been fully developed. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing systems and practices and will allow integration decisions to proceed in an orderly manner. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements and tariffs, in the same manner as they would apply notwithstanding the merger.

Also, please see the responses to Integra 18 and 40.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

- d. These reports are maintained on a quarterly basis.
- e. The information requested is confidential and will be provided after an appropriate protective order has been issued and executed.
- f. A performance remedy plan is not required.

Prepared by: Mitch Danforth, Manager Revenue Assurance Expense, CenturyLink

60. Provide copies of all Qwest wholesale service quality reports submitted to state public service commission or the FCC for the past 5 year period.

Response: Please see Qwest's response to Integra 60.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

61. Regarding the existing Qwest wholesale performance plans, answer the following:
- a. Will CenturyLink comply with all wholesale performance requirements and associated remedy/penalty regimes applicable to Qwest post-merger?
 - b. Will CenturyLink continue to provide to CLECs the reports of wholesale performance metrics that Qwest currently provides to CLECs post-merger?
 - c. Will CenturyLink make all reasonable efforts to meet or exceed the average wholesale performance provided by Qwest to each CLEC for each Performance Results Indicator (PID), product, and disaggregation post-merger?
 - d. If CenturyLink provides substandard wholesale service quality post-merger, will the Company make remedy payments to each affected CLEC in an amount as would be calculated using the methodology (e.g., modified Z test, critical Z values, and escalation payments) in Qwest's current Performance Assurance Plan (PAP)?

Response: CenturyLink intends to comply with all conditions in existing Qwest wholesale performance plans in effect in Arizona.

Upon merger closing CenturyLink does not anticipate any immediate changes to the Qwest performance plans. A detailed comparison of CenturyLink's and Qwest's processes has not been conducted at this time. System integration plans for the proposed transaction with Qwest have not been fully developed. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to evaluating systems and practices and will allow integration decisions to proceed in an orderly manner. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and

- b. Please see the response to Integra 63(a).

Prepared by: Mitch Danforth, Manager Revenue Assurance Expense, CenturyLink

64. Will CenturyLink guarantee the existing Firm Order Commitment (FOC) dates in Qwest's legacy service areas post-merger? If not, describe any anticipated changes to Qwest's FOC dates, including what circumstances would permit CenturyLink to modify the FOC date post-merger. If CenturyLink anticipates no changes to Qwest's existing FOCs post-merger, so state.

Response: Upon merger closing CenturyLink does not anticipate any immediate changes to the Qwest Firm Order Commitment dates. A detailed comparison of CenturyLink's and Qwest's processes has not been conducted at this time. System integration plans for the proposed transaction with Qwest have not been fully developed. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing systems and practices and will allow integration decisions to proceed in an orderly manner. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements and tariffs, in the same manner as they would apply notwithstanding the merger.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

65. Does CenturyLink track wholesale customer complaints with respect to CenturyLink's wholesale services provided to CLECs, other than the complaints submitted to the state Corporation Commission? If so, provide the number of such complaints by year for each of the past 5 years, as well as the top five types of wholesale customer complaints received by CenturyLink.

Objections: To the extent this request applies to matters other than Arizona intrastate operations subject to the jurisdiction of the Commission, CenturyLink objects to such request as irrelevant, overly broad, unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. In addition, CenturyLink objects to this request insofar as it is unduly burdensome, expensive, excessively time consuming and not reasonably calculated to lead to the discovery of admissible evidence by requesting five years of information.

Response: Subject to and without waiving its objections, CenturyLink provides the following information.

CenturyLink does not track wholesale customer complaints by CLECs, other than those submitted to state or federal regulatory commissions.

Prepared by: Jill Bates, Wholesale, CenturyLink

66. Does CenturyLink have an internal timeline standard for responding to complaints made by wholesale CLEC customers directly to the Company? If so, what is the response time?

Response: CenturyLink has not established an internal standard timeline to respond to wholesale customer complaints made directly to the company. However, CenturyLink does comply with CLEC agreements that are filed with state commissions.

Prepared by: Jill Bates, Wholesale, CenturyLink

67. Describe CenturyLink's plans to ensure that legacy Qwest Wholesale and CLEC support centers are sufficiently staffed by adequately trained personnel dedicated exclusively to wholesale operations so as to provide a level of service post-merger that meets or exceeds that which was provided by Qwest prior to the merger.

Response: CenturyLink recognizes the importance of providing good customer service to wholesale customers and the company has a track record of providing award-winning wholesale service. Upon merger closing CenturyLink does not anticipate any immediate changes to the Qwest Wholesale and CLEC support centers. At this time, a detailed comparison of CenturyLink's and Qwest's processes has not been conducted. System integration plans for the proposed transaction with Qwest have not been fully developed. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing systems and practices and will allow integration decisions to proceed in an orderly manner. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements and tariffs, in the same manner as they would apply notwithstanding the merger.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

68. For the legacy Qwest service areas: Describe CenturyLink's plans to ensure the protection of CLEC information from being used for CenturyLink's retail operations post-merger.

Objections: To the extent this request applies to matters other than Arizona intrastate operations subject to the jurisdiction of the Commission, CenturyLink objects to such requests as irrelevant, overly broad, unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Subject to and without waiving its objections, CenturyLink responds as follows:

CenturyLink works to ensure that wholesale customer information is kept away from the retail marketing group and will continue to do so post-merger. However,

a detailed comparison of CenturyLink's and Qwest's processes has not been conducted at this time. System integration plans for the proposed transaction with Qwest have not been fully developed. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing systems and practices and will allow integration decisions to proceed in an orderly manner. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements and tariffs, in the same manner as they would apply notwithstanding the merger.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

69. For the legacy Qwest service areas: List by state and by year the total number of employees dedicated to supporting wholesale services for CLEC customers for the past 5 years.

Response: Please see Qwest's response to Integra 69.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

70. For the legacy Qwest service areas: List by state and by year the total number of employees CenturyLink anticipates dedicating to supporting wholesale services for CLEC customers for the five year period following the merger.

Response: Please see the response to Integra 46.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

71. For the legacy Qwest service areas: Will CenturyLink provide to wholesale carriers, and maintain and make available to wholesale carriers on a going-forward basis, up-to-date escalation information, contact lists, and account manager information post-merger?

Response: CenturyLink will provide wholesale customers with an escalation process post-merger; to the extent any changes in escalation procedures take place.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

72. For any changes to support center location, organizational structure, or contact information in legacy Qwest service areas post-merger, will CenturyLink provide any advance notice to wholesale carriers? If not, why not? If so, describe how CenturyLink would provide notice to wholesale customers, including whether the notice would be written and the timeframes for such notices.

Response: Wholesale customers will be informed of any changes to contact information in advance. Regarding the other issues, upon merger closing CenturyLink does not

UNES/INTERCONNECTION & OTHER WHOLESALE SERVICES

81. Refer to Exhibit JG-1, at pages 6-7 on slides. Indicate whether CenturyLink has assumed any increases to wholesale (including UNE) rates in Qwest legacy serving areas in the financial forecast underlying the Transaction Summary.

Response: No increases to wholesale rates in Qwest legacy serving areas were assumed.

Prepared by: Mark Gast, Director Regulatory Finance and Compliance, CenturyLink

82. Does CenturyLink plan to eliminate or make material changes to Qwest's Standard Interval Guide (SIG) post-merger?

Response: Upon merger closing CenturyLink does not anticipate any immediate changes to the Qwest Standard Interval Guide. A detailed comparison of CenturyLink's and Qwest's processes has not been conducted at this time. System integration plans for the proposed transaction with Qwest have not been fully developed. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing systems and practices and will allow integration decisions to proceed in an orderly manner. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements and tariffs, in the same manner as they would apply notwithstanding the merger.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

83. Does CenturyLink anticipate changing any of the documented intervals currently in Qwest's SIG post merger? If the answer to this question is anything other than an unequivocal no, describe in detail all anticipated interval changes, including a list of the intervals for which CenturyLink expects to seek changes, and the new interval CenturyLink will seek.

Response: Upon merger closing CenturyLink does not anticipate any immediate changes to the Qwest Standard Interval Guide. A detailed comparison of CenturyLink's and Qwest's processes has not been conducted at this time. System integration plans for the proposed transaction with Qwest have not been fully developed. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing systems and practices and will allow integration decisions to proceed in an orderly manner. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements and tariffs, in the same manner as they would apply notwithstanding the merger.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

detail, including the service, rates and timing of such change. If not, under what circumstances would CenturyLink seek modification of these terms, conditions or rates in any legacy Qwest service areas during that time period?

Objections: To the extent this request applies to matters other than Arizona intrastate operations subject to the jurisdiction of the Commission, CenturyLink objects to such request as irrelevant, overly broad, unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Subject to and without waiving its objections, CenturyLink provides the following response:

Annual price cap filings are made in the interstate jurisdiction by all price cap companies including Qwest and CenturyLink. In certain instances AFOR plans require filings periodically at the state level. Any changes contemplated at this time would only be changes required in the due course of business.

As far as future changes, CenturyLink has not evaluated or reached any conclusions regarding this issue at this time. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements and tariffs, in the same manner as they would apply notwithstanding the merger.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

91. Does CenturyLink anticipate changing the current Qwest reference guide for processes and procedures governing the ordering and provisioning of wholesale and interconnection services (The Qwest Product Catalogs or PCATs) post-merger? If so, describe all expected changes, including the time of such changes and whether CenturyLink will continue to maintain the guide on the web. If CenturyLink anticipates no changes to Qwest's PCAT post-merger, so state.

Response: Upon merger closing CenturyLink does not anticipate any immediate changes to the Qwest Product Catalogs. A detailed comparison of CenturyLink's and Qwest's processes has not been conducted at this time. System integration plans for the proposed transaction with Qwest have not been fully developed. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing systems and practices and will allow integration decisions to proceed in an orderly manner. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements and tariffs, in the same manner as they would apply notwithstanding the merger. Generally, CenturyLink is a proponent of web-based guidelines and materials for wholesale customer usage and is an effective means used by CenturyLink today.

- b. Will CenturyLink test and report troubles for all features, functions and capabilities of conditioned copper loops in Qwest's legacy service areas post-merger?
- c. Will CenturyLink restrict its testing to voice transmission only?

Objections: CenturyLink objects to this request because it is not relevant to the subject matter of this action or likely to lead to the discovery of admissible evidence. Neither CenturyLink's nor Qwest's plans regarding the conditioning of copper loops are related to the transaction.

Response: Subject to and without waiving its objections, CenturyLink states that it will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements, in the same manner as they would apply notwithstanding the merger. CenturyLink has not made any determination on this issue at this time.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

107. Does CenturyLink plan to maintain Qwest's Technical Publications¹¹ post-merger?

Response: Upon merger closing CenturyLink does not anticipate any immediate changes to the Qwest Technical Publications. A detailed comparison of CenturyLink's and Qwest's processes has not been conducted at this time. System integration plans for the proposed transaction with Qwest have not been fully developed. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing systems and practices and will allow integration decisions to proceed in an orderly manner. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements and tariffs, in the same manner as they would apply notwithstanding the merger.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

108. Does CenturyLink expect to modify Qwest's collocation application or collocation procedures post-merger or otherwise integrate CenturyLink's collocation application/processes into Qwest's legacy service areas? If the answer is anything other than an unequivocal no, identify and describe all such modifications, including the expected timing of those changes.

Response: Upon merger closing CenturyLink does not anticipate any immediate changes to the Qwest collocations procedures. A detailed comparison of CenturyLink's and Qwest's processes has not been conducted at this time. System integration plans for the proposed transaction with Qwest have not been fully developed. However,

¹¹ <http://www.qwest.com/techpub/>

because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing systems and practices and will allow integration decisions to proceed in an orderly manner. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements and tariffs, in the same manner as they would apply notwithstanding the merger.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

109. Does CenturyLink provide usage-based collocation power charges in any of its CenturyTel or Embarq legacy service areas? If so, identify those states and provide the usage-based collocation power rates. Also, explain how CenturyTel uses the "DC Load Current (Amperes)" information that collocators provide to CenturyTel on CenturyTel's collocation application.

Objections: To the extent this request applies to matters other than Arizona intrastate operations subject to the jurisdiction of the Commission, CenturyLink objects to such request as irrelevant, overly broad, unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Subject to and without waiving its objections, CenturyLink provides the following information:

CenturyLink does not have any collocations in Arizona.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

110. Will CenturyLink permit CLECs in Qwest's legacy service areas to interconnect at a single technically feasible point per LATA post-merger?

Objections: CenturyLink objects to this request because it is not relevant to the subject matter of this action or likely to lead to the discovery of admissible evidence. Neither CenturyLink's nor Qwest's position regarding points of interconnection are related to the merger.

Response: Subject to and without waiving its objections, CenturyLink states that it will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements, in the same manner as they would apply notwithstanding the merger.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

111. Does CenturyTel currently have a loop hot cut process (i.e., one which re-uses the existing loop) in all of its legacy CenturyTel service areas? If not, why not. If so, provide a detailed description of CenturyTel's loop hot cut process along with any

line sharing agreements, and (v) any other existing arrangements with wholesale customers.

- a. If the answer to this question is anything other than an unequivocal yes, describe in detail CenturyLink's plans in this regard, including the specific wholesale agreements CenturyTel does not intend to assume.
- b. Will CenturyLink require wholesale customers to execute any documents(s) to effectuate CenturyLink's assumption or taking assignment of these obligations? If so, describe in detail the Company's plans in this regard.

Response:

- a. Qwest Corporation does not cease to exist as a result of the parent-level transaction but remains an ILEC, subject to the same terms and obligations of its interconnection agreements, tariffs, commercial agreements, line sharing agreements, and other existing arrangements with wholesale customers immediately after the merger as immediately prior to the merger. Continuation and renewals of expiring agreements will be subject to the options currently provided by federal and state law, including renegotiation of a successor agreement subject to a bona fide request, adoption of agreements pursuant to Section 252(i) at the time of expiration (subject to reasonableness), or continuation of the existing agreement in evergreen status based on the mutual agreement of both parties.
- b. Any such requirement would be guided by the specific terms and conditions of the agreement in question, and subject to applicable federal and state laws regarding assignment of such obligations.

Prepared by: Diane Roth, Director Contract Management, CenturyLink

114. Provide a copy of CenturyLink's "Template Agreement" referenced on CenturyLink's wholesale website.¹²

Response: CenturyLink is not an ILEC in Arizona and does not utilize a "Template Agreement".

Prepared by: Diane Roth, Director Contract Management, CenturyLink

115. Does CenturyLink have any plans to replace Qwest's current template negotiations interconnection agreements¹³ with CenturyLink's Template Agreement post-merger? If so describe these plans in detail.

¹² <http://www.centurylink.com/business/Wholesale/InterconnectionServices/QuickLinks/negotiationsProcess.jsp>

¹³ <http://www.qwest.com/wholesale/clecs/nta.html>

Response: There will be no immediate changes to Qwest's current template interconnection agreements. The merger is intended to bring about improved efficiencies and practices in all parts of the combined company, so changes could be expected over time. However, any changes will occur only after a thorough and methodical review of both companies' processes to determine the best process to be used on a go-forward basis from both a combined company and a wholesale customer perspective. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements and tariffs, in the same manner as they would apply notwithstanding the merger. As the companies integrate operations post-merger, it is expected that the merged company will naturally gravitate toward consistent terms in a state, albeit separately for Rural and Nonrural operating companies, subject to necessary unique terms such as rates, different physical interconnection points reflecting network configurations, or where unified terms are otherwise technically infeasible.

Prepared by: Diane Roth, Director Contract Management, CenturyLink

116. Refer to McMillan Direct at page 16 lines 6-7. Identify all "existing service arrangements or regulatory commitments" applicable to Qwest by state in each of the states where Qwest operates as a BOC.

Response: Please see Qwest's response to Integra 116.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

117. Refer to Campbell Direct at page 10 lines 10-15.

- a. Has CenturyLink examined the number of "evergreen" ICAs Qwest currently has with CLECs in Qwest's legacy service areas? If so, what is CenturyLink's plans regarding "evergreen" ICAs in Qwest's legacy service areas post-merger?
- b. Will CenturyLink permit CLECs to extend their existing interconnection agreements with Qwest in Qwest's legacy service areas post-merger, whether or not the term has expired or is in "evergreen" status? If so, for how long will CenturyLink allow the ICAs to be extended?

Response: Upon merger closing there will be no immediate change to Qwest's agreements. The merger is intended to bring about improved efficiencies and practices in all parts of the combined company, so changes could be expected over time. However, any changes will occur only after a thorough and methodical review of both companies' processes to determine the best process to be used on a go-forward basis from both a combined company and a wholesale customer perspective. CenturyLink has not evaluated or reached any conclusions concerning this issue at this time. To the extent any changes are made,

CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements, in the same manner as they would apply notwithstanding the merger.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

118. Does CenturyLink anticipate seeking modifications to Qwest's existing Change Management Process (CMP) or CMP Document post-merger? If so, describe in detail any plans to modify CMP post-merger, including identifying and explaining the specific changes to CMP CenturyLink intends to seek.

Response: Upon merger closing, there will be no immediate changes to Qwest's or CenturyLink's Change Management Processes (CMP) or CMD documents. Integration plans for the proposed transaction with Qwest have not been fully developed. The merger is intended to bring about improved efficiencies and practices in all parts of the combined company, so changes could be expected over time. However, any changes will occur only after a thorough and methodical review of both companies' processes to determine the best process to be used on a go-forward basis from both a combined company and a wholesale customer perspective. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements and tariffs, in the same manner as they would apply notwithstanding the merger. In addition, the combined company will continue to employ highly skilled and experienced personnel in its wholesale operations group to ensure that those processes are followed.

Prepared by: Melissa Closz, Director Wholesale Operations, CenturyLink

119. Will CenturyLink dedicate the resources needed to complete CLEC change requests submitted in CMP in a commercially reasonable time frame post-merger?

Response: Please see the response to Integra 118.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

120. Regarding the negotiation of new replacement ICAs with CenturyLink post-merger, answer the following:

- a. Will CenturyLink permit CLECs to use their pre-existing interconnection agreements with Qwest as the basis for negotiating a new replacement interconnection agreement in Qwest's legacy service areas post-merger? If not, why not?
- b. Will the answer to subpart "a" vary depending on whether the pre-existing interconnection agreement is in "evergreen" status? If so, explain.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

136. Does CenturyLink anticipate any headcount reduction in the support centers/staff that serve CLEC wholesale customers in Qwest's legacy service areas post-merger? If so, describe these plans in detail, including quantifying the reduction, and the specific state and workgroup affected.

Response: A detailed comparison of CenturyLink and Qwest's processes has not been conducted at this time. Integration plans for the proposed transaction with Qwest have not been fully developed. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing systems and practices and will allow integration decisions to proceed in an orderly manner. Until the transaction is complete and necessary decisions have been made on how to best integrate the two companies, we cannot project the timing or nature of changes, if any, to operations and employees in Arizona. However, the combined company will continue to employ experienced and dedicated personnel to provide quality service in Arizona. Consistent with how the separate companies operate today, the combined company will continue to be responsive to customer needs. The local operations of Arizona will continue to be managed by knowledgeable and experienced employees dedicated to their local communities. Of course, the workforce of the combined company will continue to be sufficient to meet customer and business needs and to ensure compliance with all regulatory obligations.

Prepared by: Katie Fortier, Human Resources, CenturyLink

137. Will any functions currently supporting CLEC wholesale customers in Qwest's legacy service areas be moved from their current location? If your answer is anything other than an unequivocal no, answer the following:
- a. Identify what will be moved and to where.
 - b. What studies have been performed to ensure that qualified workforce is available at the new location?

Response: Upon merger closing CenturyLink does not anticipate any immediate changes to the Qwest wholesale operations. A detailed comparison of CenturyLink and Qwest's processes has not been conducted at this time. System integration plans for the proposed transaction with Qwest have not been fully developed. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing systems and practices and will allow integration decisions to proceed in an orderly manner.

Prepared by: Mark Harper, Director Regulatory Operations and Policy, CenturyLink

143. Refer to page 6 of CenturyTel Inc.'s Form S-4, dated June 4, 2010. Provide a copy of the requisite notice, report forms, and any other documents (including supplemental filings) filed by CenturyLink or Qwest under the Hart-Scott-Rodino (HSR) Act with the Department of Justice and the Federal Trade Commission.

Objections: CenturyLink objects to this request insofar as it is not relevant to the subject matter of this action and is not reasonably calculated to lead to the discovery of admissible evidence. The filings prepared by CenturyLink as required by the HSR Act are specifically designed to provide to the Department of Justice and the Federal Trade Commission the information that it requires to analyze the merger on a national level addressing specific federal antitrust issues. This is not the proper jurisdiction for such an analysis. In addition, the information requested is highly confidential, commercially sensitive information the release of which, particularly to CenturyLink's competitors such as Integra, would cause irreparable competitive harm to CenturyLink.

144. List each lawsuit that was filed as a result of the Embarq/CenturyTel merger (*e.g.*, *Fulghum, et al. v. Embarq Corporation, et al.*) and the status of each.

Response: Only one lawsuit was filed as a result of the Embarq/CenturyTel merger, Richard Tyner v. Embarq Corporation, et al. That lawsuit has been settled, and the settlement was approved by the Kansas federal court on November 20, 2009.

Prepared by: Nancy Shelledy, Senior Assistant General Counsel, CenturyLink

145. List each lawsuit that has been filed as a result of the proposed Qwest/CenturyLink to date, if any.

Response: Several lawsuits have been filed by Qwest shareholders as a result of the proposed merger with CenturyLink. Most of those lawsuits have been consolidated into the following three cases:

In Re Qwest Communications International, Inc.
Case No. 2010-CV-3261
District Court, City and County of Denver, Colorado

Dorn v. Mueller (Consolidated)
Case No. 10-CV-00925
United States District Court for the District of Colorado

In Re Qwest Communications International, Inc. Shareholders Litigation
Consolidated Case No. 5556
Delaware Court of Chancery